

# NORTH BEACON HILL COUNCIL

3801 Beacon Avenue South, Seattle, Washington 98108

## BYLAWS OF NORTH BEACON HILL COUNCIL

### ARTICLE I CORPORATE PURPOSES

The purpose of the Council is to provide opportunities for North Beacon Hill community residents and business persons to participate in community improvement activities and to provide an open and effective forum for citizen initiation, review and recommendations to the Seattle City Council and other agencies on matters as they relate to the people of the North Beacon Hill community.

For purposes of these Bylaws, the boundaries of North Beacon Hill, Seattle, Washington, are, to the north, Interstate 90; to the west, the area bounded by Interstate 5; to the south, South Graham Street; and to the east, Rainier Avenue South and Martin Luther King Jr. Way South.

### ARTICLE II MEMBERSHIP

2.1 Qualification. Any person may become a member of the Council by virtue of his or her residing, owning property or owning or operating a business or acting as an agent for an owner of property or business within the North Beacon Hill community.

2.2 Voting Rights. Any person who is a member as defined in Article 2.1 and has attended a prior meeting and signed an attendance sheet within the last twelve (12) months will be allowed to vote on matters before the members. The members may nominate persons to serve on the Board of Directors and may vote in the election of the directors.

2.3 Honorary Members. The Board of Directors may elect honorary members through majority vote of the board. Any such person, firm or corporation, by virtue of their contribution to the Council, may be a candidate for honorary membership. Honorary members shall have no right to vote or to hold office.

2.4 General Meetings. Membership meetings will be open to the public and held on a monthly basis with meeting dates and agendas to be announced at least one (1) week in advance of each meeting. Advertisement of meetings shall be through the Beacon Hill News and posting as appropriate. The agenda for such meetings shall be set by the officers and Board of Directors. The rules of procedure detailed in the latest edition of Robert's Rules of Order shall govern all meetings.

### ARTICLE III BOARD OF DIRECTORS

3.1 General Powers. The affairs of the Council shall be managed by the Board.

3.2 Number. The Board shall consist of not more than fifteen (15) persons unless the Board, by amendment to these Bylaws, provides for a different number of directors; provided however that no decrease in number shall have the effect of removing any incumbent director before the director's term of office expires.

3.3 Term. The term of office of each Board member shall be for two (2) years, with the terms of office to be staggered such that the terms of approximately one-half (1/2) of the directors will expire each year. Board members may be re-elected.

3.4 Qualifications of Directors. In order to be elected as a director, a nominee must demonstrate a strong commitment to fulfilling the goals of the Council; must qualify as a member of the North Beacon Hill Council as defined in Article 2.1; and must have voting rights as defined in Article 2.2.

3.5 Election. At the annual meeting of the Board, each new Board member shall be elected by receiving a majority of the votes cast for such position by those members of the Council present and voting. Nominations for such open position on the Board may also be made at the open meeting prior to the annual meeting.

3.6 Resignation. Any director may resign at any time by delivering written notice thereof to the chairperson or vice chairperson and such notice shall be effective upon that date; otherwise, the resignation shall be effective with the next regularly scheduled meeting of the Board following the receipt of the resignation.

3.7 Removal of Directors. One (1) or more directors may be removed from office by a two-thirds vote of the Board. A basis for such removal shall be four (4) unexcused absences from Council meetings in one year.

3.8 Vacancies. Vacancies occurring on the Board between annual meetings, and any directorship resulting from an increase in the authorized number of directors or the resignation of one (1) or more directors, shall be filled by a majority vote of the remaining directors.

3.9 Duties of Directors. A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Council in conformity with the Bylaws and the laws of the State of Washington, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One (1) or more officers or employees of the Council whom the director believes to be reliable and competent in the matter presented.

(b) Counsel, public accountants or other persons as to matters which the director believes to be within such person's professional or expert competence

(c) A committee of the Board upon which the director does not serve, duly designated in accordance with the provision in the Articles of Incorporation or Bylaws as to matters within its designated authority, which committee the director believes to merit confidence; as long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

#### **ARTICLE IV**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

4.1 Annual Meeting. The annual meeting for the election of directors and officers, and for the transaction of such other business as may properly come before it, shall be held the second Tuesday in May, at such place and at such time as the Board shall designate.

4.2 Special Meetings. Special Meetings may be held at any place or time, whenever called by the chairperson or vice chairperson or Secretary, and shall be called by any of these individuals upon the written request by a majority of the Board.

4.3 Notice of Special Meetings. Notice of all special meetings of the Board, or any committee thereof, shall be given by the secretary or by the person or persons calling the meeting at least seven (7) days prior to the meeting by personally delivering or mailing written notice of the meeting by U.S. Post with return receipt requested to the last-known address of each Board member. Notice of any special meeting shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken by the Board on any other matters at a special meeting. At any other meeting of the Board, any business may be transacted, and the Board may exercise all of its powers.

4.4 Regular Meetings. Regular meetings will be held monthly. The meeting will be concerned with public business and comments. Those activities of general concern will be addressed and voted on by the Council. Those activities requiring Board action will be voted on at the end of the meeting when the board has been informed but not committed by the Council. Advance notice of the meetings shall be given by publication in the Beacon Hill News and posted in appropriate places, such as the Jefferson Park Community Center, the Beacon Hill Library and other public places.

4.5 Rules. The rules of procedure detailed in the latest edition of Robert's Rules of Order shall govern all meetings of the Board and Council.

4.6 Uses of Communication Equipment. The Board and any committee designated by it may conduct any meeting of such Board or committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

4.7 Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board. No business may be transacted without a quorum; provided, however, that a lesser number in attendance at such meeting may adjourn any meeting from time to time, but not more than 30 days hence, without further notice. If there is an even number of directors, a "majority" shall mean one-half of such number plus one.

4.8. Proxies. A director may vote by proxy cast by any person so designated by the director in a letter received by the chairperson of the Council in advance of the meeting at which the vote is taken, which letter shall specify the name and the position of the person so designated, the meeting or meetings for which the proxy is valid and any other conditions imposed upon the exercise of the proxy.

4.9 Presumption of Assent. A director of the Council who is present at a meeting of the Board at which action on any corporate matter is taken shall presumed to have assented to the action taken, unless his or her dissent or abstention is entered in the minutes of the meeting, or unless he or she files written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or send such dissent or abstention by registered mail to the secretary of the Council immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

## **ARTICLE V**

### **ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation, the Bylaws or the laws of the State of Washington to be taken at a meeting of directors, or committee thereof, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors or committee members, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

## **ARTICLE VI WAIVER OF NOTICE**

Whenever any notice is required to be given to any directors or committee members by the Articles of Incorporation, Bylaws or the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, attendance of a director or committee member of the Council at any meeting shall constitute a waiver of notice of such meeting, except where the director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE VII INDEMNIFICATION**

7.1 Maximum Indemnification. Each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Council or, being or having been such a director or officer, he or she is or was serving at the request of the Council as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified or held harmless by the Council to the full extent permitted by applicable law as then in effect against all expense, liability and loss (including without limitation, attorneys' fees, judgments, fines, ERISA excise taxes, penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors or administrators; provided, however, that except as provided in Section 7.2 hereof with respect to proceedings seeking to enforce rights to indemnification, the Council shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section 7.1 shall be a contract right and shall include the right to be paid by the Council the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery of the Council of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 7.1 or otherwise.

7.2 Right of Claimant to Bring Suit. If a claimant under Section 7.1 of this article is not paid in full by the Council within sixty (60) days after a written claim has been received by the Council, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Council to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where then required undertaking has been tendered to the Council), and thereafter the Council shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Council (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement of advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Council (including its Board of Directors, independent legal counsel or its

shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

7.3 Not Exclusive. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement vote of disinterested directors, or otherwise.

7.4 Insurance. The Council may maintain insurance, at its expense to protect itself and any director, officer, employee or agent of the Council or another corporation, partnership, joint venture or trust, or other enterprise against any expense, liability, or loss, whether or not the Council would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporation Act. The Council may enter into contracts with any director or officer of the Council in furtherance of the provisions of this Article 7 and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article 7.

7.5 Advances. The Council may, by action of its Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Council, with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Council or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

## **ARTICLE VIII OFFICERS**

8.1 Officers Enumerated. The officers of the Council shall be a chairperson, a vice chairperson, a secretary, a treasurer and such other officers and assistant officers as may be deemed necessary by the board. No officer may hold more than one (1) office.

8.2 Chairperson. The chairperson shall preside at all meetings of the Board and shall present at annual meetings a report of the condition of the business of the Council; shall see that the books, reports, statements and certificates required by Washington law are properly maintained and filed; may sign contracts or other instruments, except where the signing and execution thereof have been expressly delegated by the board or by these Bylaws to some other officer or agent of the Council, or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general the chairperson shall perform all duties incident to the office of chairperson and such other duties incident to the office of the chairperson and such other duties as are assigned to him or her by the Board from time to time.

8.3 Vice Chairperson. The vice chairperson shall have the same duties incident to the chairperson and shall have any other powers and perform such other duties as from time to time may be prescribed.

8.4. The Secretary. The secretary shall keep records of the proceedings of the Board and members and, when requested by the chairperson, shall sign and execute such legal documents or instruments as may be necessary or required in the name of the Council. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be presented to the Board at its stated meetings all communications received by him or her officially, by the chairperson or vice chairperson, or any other officer; shall attend to all correspondence of the Council and shall perform such other duties as may be assigned time to time by the chairperson of the Board.

8.5. The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the Council and shall cause to be kept regular books of the account of business and transactions, and such other books of account as the Board may require. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the Council in such depositories as may be

designated by the Board; shall exhibit at all responsible times his or her books and accounts to any Board member upon reasonable notice; shall render a statement of the financial condition of the Council at each regular meeting of the Board and a full financial report at the annual meeting of the Board, and, in general, shall perform all the duties incident to the office of treasurer.

8.6 Election, Qualifications and Term of Office. Each officer shall be annually elected by the Board at the Council's annual meeting and shall serve until his or her successor is duly elected and qualified. The chairpersons, secretary and treasurer shall each serve as a director of the Council.

8.7 Vacancies. Vacancies in any office arising from any cause shall be filled by the Board without undue delay at any regular, special or annual meeting. In the case of the absence of any officer for any reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or director for the applicable period of time, provide a majority of the entire Board concur.

8.8 Salaries. Officers shall receive no salary or compensation, but may be reimbursed for any expenses incurred by them individually in the conduct of the business of the Council.

8.9 Removal. Any officer may be removed from office by the Board whenever in its judgment the best interests of the Council will be served thereby, with such removal upon a two-thirds (2/3) vote of the Board, at any regular or special meeting.

8.10 Resignation. An officer may resign at any time by delivering written notice to the chairperson or vice chairperson of the next highest ranking officer; otherwise, the resignation shall be effective with the next regularly scheduled meeting of the Board following the receipt of the resignation notification.

## **ARTICLE IX COMMITTEES**

The Board by resolution adopted by a majority of the directors in office may designate and appoint committees, each of which shall consist of two (2) or more directors and zero (0) or more members and shall have and exercise such authority of the Board in the management of the Council may be specified in the resolution designating it and appointing persons to it; provided, however, that no such committee shall have the authority of the Board to amend, alter or repeal the Bylaws; elect, appoint, or remove any such member of any such committee or any director or officer of the Council; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Council; authorize the voluntary dissolution of the Council or revoke proceedings therefor; adopt a plan for the distribution of assets of the Council; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

## **ARTICLE X ADMINISTRATIVE AND FINANCIAL PROVISIONS**

10.1 Fiscal Year. The fiscal year of the Council shall end on June 10.

10.2 Contracts. The Board may authorize any officer, or agent or agents, to enter into any contract on execute and deliver any instrument in the name of and on behalf of the Council. Such authority may be general or confined to specific instances.

10.3 Loans. No loans shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or

officers, or agent or agents, of the Council in such manner as is from time to time determined by resolution of the Board.

10.5 Loans Prohibited. No loans shall be made by the Council to any officer or to any director.

10.6 Books and Records. The Council shall keep at its registered office, its principal office in Washington or at its secretary's office if in Washington, the following:

- a. Current Articles of Incorporation and Bylaws
- b. Correct and adequate records of accounts and finances.
- c. A record of officers' and directors' names and addresses.
- d. Minutes of the proceedings of the Council, and any minutes which may be maintained by committees of the Board. Records may be written or electronic.

10.7 Copies of Resolutions. Any person dealing with the Council may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when certified by the chairperson to writing.

10.8 Amendment to Bylaws. These Bylaws may be altered, amended or repealed by an affirmative vote of two-thirds (2/3) of the directors in attendance at any annual or special meeting of the Board. Any proposed amendment shall be submitted to all the directors at least five (5) days before a scheduled Board meeting.

10.9 Amendment of Articles of Incorporation. The Articles of Incorporation may be altered, amended or repealed by an affirmative vote of a majority of the directors in office at any annual, regular or special meeting of the Board.

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors of the Council on the \_\_\_\_ day of \_\_\_\_\_, 2001

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Chairperson